

SUPPLEMENT NO. 3 DATED 16 MAY 2024
PURSUANT TO ARTICLE 23 (1) OF THE REGULATION (EU)
2017/1129 (AS AMENDED) (THE "PROSPECTUS REGULATION")
TO THE BASE PROSPECTUS DATED 28 SEPTEMBER 2023

J.P.Morgan

J.P. Morgan Structured Products B.V.
(incorporated with limited liability in The Netherlands)

as Issuer

and

J.P. Morgan SE
(incorporated as European company in Germany)

as Guarantor in respect of the Securities

Programme for the issuance

of

Notes, Warrants and Certificates

Arranger for the Programme

J.P. Morgan SE

Dealer for the Programme

J.P. Morgan SE

The significant new factors resulting in this supplement (the "**Supplement**") to the base prospectus dated 28 September 2023 in connection with the issue of non-equity securities under the Programme for the issuance of Notes, Warrants and Certificates by J.P. Morgan Structured Products B.V. and guaranteed by J.P. Morgan SE (the "**Base Prospectus**") are (i) the publication of the audited annual report of JPMSE for the financial year ended 31 December 2023 (the "**JPMSE 2023 Annual Report**") on 13 May 2024 and (ii) the publication of the supplement no. 4 dated 14 May 2024 to the Registration Document of J.P. Morgan SE dated 2 June 2023 (the "**JPMSE Registration Document**") which has been approved by the German Federal Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht – "BaFin"*). The information in the JPMSE 2023 Annual Report and the information in the supplement no. 4 to the JPMSE Registration Document is incorporated by reference into the Base Prospectus by way of this Supplement.

I. Amendments to section "XIII. INFORMATION ABOUT THE GUARANTOR"

The information in this section on page 284 of the Base Prospectus shall be replaced as follows:

"With respect to the information about J.P. Morgan SE as Guarantor of the Securities, the information contained in the Registration Document of J.P. Morgan SE dated 2 June 2023 which has been approved by the Competent Authority (the "**JPMSE Registration Document**"), the third supplement dated 18 April 2024 to the JPMSE Registration Document (the "**Third Supplement to the JPMSE Registration Document**"), the fourth supplement dated 14 May 2024 to the JPMSE Registration Document (the "**Fourth Supplement to the JPMSE Registration Document**") and the JPMSP Registration Document as well as the information in the audited annual report of JPMSE for the financial year ended 31 December 2023 (the "**JPMSE 2023 Annual Report**") and the audited annual report of JPMSE for the financial year ended 31 December 2022 (the "**JPMSE 2022 Annual Report**") are incorporated by reference pursuant to Article 19 paragraph 1 of the Prospectus Regulation into this Base Prospectus (detailed information regarding the pages in the JPMSE Registration Document, the Third Supplement to the JPMSE Registration Document, the Fourth Supplement to the JPMSE Registration Document, the JPMSP Registration Document, the JPMSE 2023 Annual Report and the JPMSE 2022 Annual Report from which information is incorporated by reference can be found in section "XIV. General Information" under "4. Information incorporated by reference")."

II. Amendments to section "XIV. GENERAL INFORMATION"

1) *In the subsection "2. Availability of Base Prospectus" on pages 285 et seq. of the Base Prospectus the list contained in the third paragraph shall be replaced as follows:*

- "- the JPMSP Registration Document dated 17 April 2024 (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/fp-fp/jpm-sp-registration-document-17-april-2024---final-version.pdf>) and any future supplements thereto;
- the JPMSP 2023 Annual Report (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/fp-fp/jpm-sp-2023-annual-report.pdf>);
- the JPMSP 2022 Annual Report (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/j.p.-morgan-structured-products-b.v.-unsigned-2022-annual-report---unsigned-auditors-report.pdf>);
- the JPMSE Registration Document dated 2 June 2023 (at: https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/230602_jpmse_rd_2023_sv3.pdf) and any future supplements thereto;

- the Third Supplement to the JPMSE Registration Document (at: https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/240418_jpmse_regform_supplement_sv2.pdf);
- the Fourth Supplement to the JPMSE Registration Document (at: https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/240514_jpmse_regform_supplement_sv2.pdf);
- the JPMSE 2023 Annual Report (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/2023-annual-report-english.pdf>);
- the JPMSE 2022 Annual Report (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/2022-annual-report-english.pdf>);
- the articles of association of the JPMSP;
- the articles of association of JPMSE."

2) *Under "A. Documents" in the subsection "4. Information incorporated by reference" on page 286 of the Base Prospectus the list shall be replaced as follows:*

- "- the JPMSP Registration Document dated 17 April 2024 which has been approved by the CSSF;
- the JPMSP 2023 Annual Report;
- the JPMSP 2022 Annual Report;
- the JPMSE Registration Document dated 2 June 2023 which has been approved by the Competent Authority;
- the Third Supplement to the JPMSE Registration Document which has been approved by the Competent Authority;
- the Fourth Supplement to the JPMSE Registration Document which has been approved by the Competent Authority;
- the JPMSE 2023 Annual Report; and
- the JPMSE 2022 Annual Report."

3) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 286 et seqq. of the Base Prospectus the line items "JPMSE 2022 Annual Report*" and "JPMSE 2021 Annual Report*" shall be replaced as follows:*

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Document	Incorporated section / Page(s)	Section / Page(s) in the Base Prospectus
<i>JPMSE 2023 Annual Report</i>		
Management report	pages 6 to 96	section XIII. / page 284
Assurance by the Management Board	pages 96 to 98	section XIII. / page 284
Financial Statements:		
Income statement	page 100	section XIII. / page 284
Balance Sheet	page 101	section XIII. / page 284

Changes in equity	page 102	section XIII. / page 284
Cash flow statement	page 103	section XIII. / page 284
Notes to the financial statements	pages 104 to 225	section XIII. / page 284
Independent auditor's report	pages 226 to 233	section XIII. / page 284

JPMSE 2022 Annual Report

Management report	pages 8 to 86	section XIII. / page 284
Assurance by the Management Board	pages 87 to 88	section XIII. / page 284
Financial Statements:		
Income statement	page 90	section XIII. / page 284
Balance Sheet	page 91	section XIII. / page 284
Changes in equity	page 92	section XIII. / page 284
Cash flow statement	page 93	section XIII. / page 284
Notes to the financial statements	pages 94 to 215	section XIII. / page 284
Independent auditor's report	pages 216 to 222	section XIII. / page 284

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- 4) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 286 et seqq. of the Base Prospectus the following line item shall be added at the end of the list:*

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Fourth Supplement to the JPMSE Registration Document

I. Amendments to section "IV. J.P. MORGAN SE"

Number 1)	pages 2 to 7	section XIII. / page 284
Number 2)	page 7	section XIII. / page 284
Number 3)	page 7	section XIII. / page 284
Number 4)	page 8	section XIII. / page 284
Number 6)	page 8	section XIII. / page 284

II. Amendments to section "V. DOCUMENTS AVAILABLE"

pages 8 to 9	section XIII. / page 284
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The Supplement, the Base Prospectus and any further supplements are published on the website <https://www.jpmmorgan-zertifikate.de> under the section "Dokumente".

Pursuant to article 23 para. 2 of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted shall have the right, exercisable within a time period of three working days after the publication of this Supplement, to withdraw their acceptances.

The right to withdraw the acceptance only applies to securities that have been offered under the Base Prospectus of J.P. Morgan Structured Products B.V. dated 28 September 2023 and which relate to this Supplement.

If the acceptance to purchase or subscribe for the securities has been made to the Issuer, the addressee of a withdrawal is BNP Paribas S.A. Germany Branch, Senckenberganlage 19, 60325 Frankfurt am Main, Germany. If the acceptance to purchase or subscribe for the securities has been made to someone else than the Issuer (the "Third Party"), the withdrawal must be addressed to this Third Party.